

OSTER

Researching Services

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October 2, 2009

RECORDATION NO. 28053 FILED

OCT 02 '09 -12 25 PM

SURFACE TRANSPORTATION BOARD

Ms. Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 9/25/09 including the following parties and railroad equipment:

Lessor: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue South
Minneapolis, MN 55402

Lessee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, Illinois 62062

Equipment: 24, Used 4580-4750 cf Covered Hoppers
MWCX 461811-461834
Previously GACX 001981-002221, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Railcar Lease Agreement dated 9/25/09 between Wells Fargo Equipment Finance, Inc. as Lessor and Midwest Railcar Corporation including 24 railcars.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

RECORDATION NO. 28053 FILED

Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Avenue South
Minneapolis, MN 55402

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Memorandum of Railcar Lease Agreement

...JE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 25, 2009 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Midwest Railcar Corporation, a(n) Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of September 25, 2009 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Supplement No(s). 68386-103 dated as of September 25, 2009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Twenty-Four (24) Used 4,580 to 4,750 cu.ft. Unlined Covered Hopper Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc.

LESSEE: Midwest Railcar Corporation

By: [Signature]Name: Jaqueline B. [Signature]Title: [Signature]By: [Signature]Name: Richard M. MurphyTitle: President



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Railcar Lease Agreement

Lessee: Midwest Railcar Corporation

Equipment originally located at: 2660 100 South, Knox, IN 46534 and various other locations throughout the continental United States.

Twenty-Four (24) Used 4,580 to 4,750 cu.ft. Unlined Covered Hopper Cars with the following markings:

PRIOR CAR MARK & NUMBER:				NEW CAR MARK & NUMBER:			
1	GACX001981	16	GACX002206	1	MWCX461811	16	MWCX461826
2	GACX001983	17	GACX002213	2	MWCX461812	17	MWCX461827
3	GACX001990	18	GACX002215	3	MWCX461813	18	MWCX461828
4	GACX001993	19	GACX002216	4	MWCX461814	19	MWCX461829
5	GACX001995	20	GACX002217	5	MWCX461815	20	MWCX461830
6	GACX002072	21	GACX002218	6	MWCX461816	21	MWCX461831
7	GACX002073	22	GACX002219	7	MWCX461817	22	MWCX461832
8	GACX002086	23	GACX002220	8	MWCX461818	23	MWCX461833
9	GACX002088	24	GACX002221	9	MWCX461819	24	MWCX461834
10	GACX002091			10	MWCX461820		
11	GACX002095			11	MWCX461821		
12	GACX002096			12	MWCX461822		
13	GACX002097			13	MWCX461823		
14	GACX002101			14	MWCX461824		
15	GACX002149			15	MWCX461825		



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30th day of September, 2009 before me personally appeared, Jacqueline Barragan to me personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

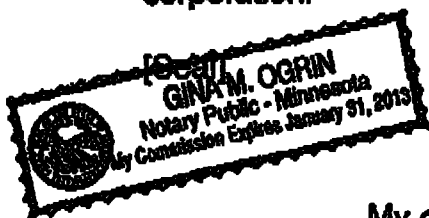


Linda M. Seierstad
Notary Public

My commission expires: 1-31-10

STATE OF Minnesota
COUNTY OF Hennepin

On this 29th day of September, 2009 before me personally appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that s/he is the President & CEO of Midwest Petroleum Corp., a(n) Illinois corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gina M. Ogrin
Notary Public

My commission expires: January 31, 2013